

N920000000888

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



100343301901

04/20/20--01018--002 \*\*35.00

FILED

2020 APR 20 PM 2:20

Amended  
Restarted

APR 29 2020  
I ALBRITTON

**ROSSIN & BURR, PLLC**  
LAW OFFICES  
1550 SOUTHERN BLVD., SUITE 100  
WEST PALM BEACH, FLORIDA 33406  
TELEPHONE (561) 655-8994 FAX (561) 249-1306

April 15, 2020

Florida Department of State  
Division of Corporations  
Amendments Section  
Post Office Box 6327  
Tallahassee, FL 32314

**RE: Fairmont Property Owners Association, Inc.**

Dear Sir/Madam:

Our law firm represents the above referenced corporation. Enclosed please find the following:

1. Articles of Amendment to the Articles of Incorporation with attached Exhibit "A" Amended and Restated Articles of Incorporation;
2. Check number 1627 in the amount of \$35.00;
3. Copy of Articles of Amendment to the Articles of Incorporation with attached Exhibit "A" to be conformed and returned to our office; and
4. Self-addressed stamped envelope.

Please file the Articles of Amendment. Please send our office a conformed copy of the document filed, as well as a letter acknowledging filing of same. If you have any questions, please call us at 561-655-8994. Thank you for your assistance.

Very truly yours,

  
Robert B. Burr  
For the Firm

Enclosures

This instrument was prepared by  
and should be returned to:  
Robert B. Burr, Esq.  
Rossin & Burr, PLLC  
1550 Southern Boulevard, Suite 100  
West Palm Beach, FL 33406

FILED  
2020 APR 20 PM 2:20

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
FAIRMONT PROPERTY OWNERS ASSOCIATION, INC.  
a Florida not for profit corporation**

The FAIRMONT PROPERTY OWNERS ASSOCIATION, INC. ("Association") adopts these Amended and Restated Articles of Incorporation ("Amended and Restated Articles").

**ARTICLE I  
NAME AND ADDRESS**

The name of this corporation is the FAIRMONT PROPERTY OWNERS ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "Association," these Articles of Incorporation as the "Amended and Restated Articles," and the Amended and Restated Bylaws of the Association as the "Amended and Restated Bylaws." The address of the principal office of the Association shall be designated by the Board of Directors from time to time.

**ARTICLE II  
TERM OF EXISTENCE**

The Association shall have perpetual existence.

**ARTICLE III  
PURPOSE**

This Association is organized for the purpose of providing an entity under Chapter 720 of the Florida Statutes which is the Florida Homeowners Association Act, as amended from time to time ("the Act") and Chapter 617 of the Florida Statutes for the operation of the subdivision located in Palm Beach County, Florida, and known as Fairmont Estates ("the Community"), which is governed by the Amended and Restated Declaration of Declaration of Restrictions and Protective Covenants for Fairmont Estates ("the Amended and Restated Declaration"). The specific purposes for which this Association is formed include, but are not limited to, the following:

3.1 To maintain, repair and replace the Common Areas and any other property the Association is required to maintain, repair and replace.

3.2 To acquire, hold, convey, and otherwise deal with real and/or personal property in its capacity as a homeowners association.

3.3 To levy and collect assessments and other charges from the Lot Owners to fund the operation of the Association.

3.4 To enforce any and all covenants, restrictions and agreements applicable to the Community.

3.5 To exercise all powers and discharge all responsibilities granted to it as a corporation under the laws of the State of Florida; the Amended and Restated Declaration, the Amended and Restated Bylaws, these Amended and Restated Articles of Incorporation.

3.6 To otherwise engage in any lawful activities for the benefit, use, convenience, and enjoyment of its Members as it may deem proper.

#### **ARTICLE IV POWERS**

The powers of the Association shall include and be governed by the following:

4.1 General. The Association shall have all of the common-law and statutory powers of a Florida Homeowners Association under Chapter 720, Florida Statutes, as amended from time to time. The Association shall also have all of the common-law and statutory powers of a Florida corporation not for profit that are not in conflict with the provisions of these Amended and Restated Articles, the Amended and Restated Declaration or the Amended and Restated Bylaws, all as amended from time to time.

4.2 Enumeration. The Association powers include, but are not limited to, the following:

(1) To make, levy and collect Assessments and charges against Lot Owners and to use the proceeds thereof in the exercise of its powers and duties.

(2) Subject to the provisions of the Amended and Restated Declaration and Amended and Restated Bylaws and to the extent permitted in Florida Statutes, to buy, own, operate, lease, sell, trade and mortgage both real and personal property.

(3) To purchase and maintain insurance.

(4) To reconstruct the property after casualty.

(5) To make and amend reasonable Rules and Regulations for the maintenance, conservation and use of the Common Areas, Association property and Lots.

6) To enforce by legal means the provisions of the Amended and Restated Declaration, these Amended and Restated Articles, the Amended and Restated Bylaws, and the Rules and Regulations.

(7) To contract for the management of the Association and maintenance of the Common Areas and any other property the Association is required to maintain.

(8) To employ personnel to perform the services required for the proper operation of the Community and Association.

(9) To approve and disapprove additions, alterations, repairs, decorations, replacement or changes to the Common Areas, Association property and Lots.

(10) To borrow funds from a lending institution and pledge the income or assessments of the Association as security for the loan.

(11) To approve and disapprove proposed purchasers, transferees and lessees as more fully set forth in the Amended and Restated Declaration.

(12) To perform any other act necessary or proper to carry out the provisions of the Amended and Restated Declaration, the Amended and Restated Articles or Amended and Restated Bylaws as expressed or implied therein, or any other thing reasonably necessary to promote the common health, safety, recreation or welfare of the Lot Owners.

## **ARTICLE V MEMBERSHIP AND VOTING IN THE ASSOCIATION**

5.1 Membership. Persons or entities shall become Members of the Association upon the acquisition of fee title to a Lot in the Fairmont Estates Community after approval of the acquisition in the manner provided in the Amended and Restated Declaration. Each person or entity who is a record Owner of a fee or undivided fee interest in any Lot shall be a mandatory Member (hereinafter "Member") of the Association.

5.2 Voting. On all matters upon which the Membership shall be entitled to vote, each Unit shall be entitled to that vote as provided in the Amended and Restated Bylaws. Votes shall be exercised or cast in the manner provided for in the Amended and Restated Declaration and Amended and Restated Bylaws.

## **ARTICLE VI DIRECTORS**

6.1 Number and Qualification. The property, business and affairs of the Association shall be managed by a Board of Directors consisting of five(5) or seven(7) Director positions, as determined by the Board from time to time. The Board of Directors

presently, at the time these Amended and Restated Articles of Incorporation are adopted, consists of five(5) Director positions.

The Directors, with the five(5) Director position Board, shall serve staggered two(2) year terms with the terms of either three(3) or two(2) Directors expiring each year.

If the Association, by action of the Board of Directors, increases the Board to six(6) Director positions, the Directors shall serve staggered two(2) year terms with the terms of three(3) Directors expiring each year.

If the Association, by action of the Board of Directors, increases the Board to seven(7) Director positions, the Directors shall serve staggered two(2) year terms with the terms of either four(4) or three(3) Directors expiring each year.

Directors shall be members of the Association.

6.2 Duties and Powers. All of the duties and powers of the Association existing under Chapters 617 and 607, and 720, Florida Statutes, the Amended and Restated Declaration, these Amended and Restated Articles and the Amended and Restated Bylaws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by Unit Owners, when such approval is specifically required by the Amended and Restated Declaration, these Amended and Restated Articles or the Amended and Restated Bylaws or by statute.

6.3 Election; Removal. Directors of the Association shall be elected at the Annual Meeting of the Members in the manner determined by and subject to the qualifications set forth in the Amended and Restated Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by Chapter 720, Florida Statutes and the regulations elaborating the relevant statutes in Chapter 720, Florida Statutes and the Amended and Restated Bylaws.

## **ARTICLE VII OFFICERS**

The affairs of the Association shall be administered by the officers holding the offices designated in the Amended and Restated Bylaws. The officers shall be elected by the Board of Directors of the Association at the organizational meeting following the Annual Meeting of the Members of the Association and shall serve at the pleasure of the Board of Directors. The Amended and Restated Bylaws may provide for the removal from office of officers, for filling vacancies and for the duties of the officers.

## **ARTICLE VIII INDEMNIFICATION**

8.1 Indemnity. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated

action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, or committee member of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding, unless (1) a court of competent jurisdiction determines, after all available appeals have been exhausted or not pursued by the proposed indemnity, that he or she did not act in good faith, nor in a manner he or she reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, that he or she had reasonable cause to believe his or her conduct was unlawful, and (2) such court further specifically determines that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

8.2 Expenses. To the extent that a Director, Officer, or committee member of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 8.1 above, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees or appellate attorneys' fees) actually incurred by him or her in connection therewith.

8.3 Miscellaneous. The indemnification provided by this Article VIII shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any Bylaw, agreement, vote of members or otherwise, and shall continue as to a person who has ceased to be a Director, Officer, or committee member and shall inure to the benefit of the heirs and personal representatives of such person.

## **ARTICLE IX AMENDED AND RESTATED BYLAWS**

The Amended and Restated Bylaws of the Association may be altered, amended or rescinded in the manner provided in the Amended and Restated Bylaws.

## **ARTICLE X AMENDMENTS**

The Amended and Restated Articles of Incorporation shall be amended by approval of a majority of the total voting interests of the Owners (fifty percent plus one (50% plus 1), such Owners either:

(a) voting in person or by limited proxy at any annual members meeting or special members meeting; or

(b) submitting written agreements adopting the amendment(s) without a

members meeting.

In addition, approval of the Board of Directors shall be required for amendment of the Amended and Restated Articles of Incorporation.

Amendments to the Amended and Restated Articles of Incorporation shall, after adoption, be recorded in the Public Records of Palm Beach County, Florida and filed with the Florida Secretary of State, Division of Corporations.

**ARTICLE XI**  
**DEFINITIONS**

All Definitions contained in the Amended and Restated Declaration are hereby adopted and incorporated herein by reference, and shall have the same meaning in these Amended and Restated Articles as expressed in the Amended and Restated Declaration.

13<sup>th</sup> IN WITNESS WHEREOF, the undersigned have set their hand and seal this April day of 2020.

Witnesses (as to both):

[Signature]  
Signature  
Lori Frezer  
Print Name

[Signature]  
Signature  
Lori Frezer  
Print Name

FAIRMONT PROPERTY OWNERS  
ASSOCIATION, INC.

By: [Signature]  
Stanley Scheiner  
Association President

Attest: [Signature]  
David Freigenberg  
Association Secretary

STATE OF FLORIDA )  
COUNTY OF PALM BEACH )

The foregoing instrument was acknowledged before me this 13<sup>th</sup> day of April, 2020, by Stanley Scheiner as President and David Freigenberg as Secretary of the FAIRMONT PROPERTY OWNERS ASSOCIATION, INC., a Florida not-for-profit corporation, on behalf of the Corporation. They are personally known to me or have produced \_\_\_\_\_ as identification.



[Signature]  
NOTARY PUBLIC, State of Florida



This instrument was prepared by  
and should be returned to:  
Robert B. Burr, Esq.  
Rossin & Burr, PLLC  
1550 Southern Blvd., Suite 100  
West Palm Beach, FL 33406

**ARTICLES OF AMENDMENT  
TO THE ARTICLES OF INCORPORATION OF THE  
FAIRMONT PROPERTY OWNERS ASSOCIATION, INC.**

THESE ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF THE FAIRMONT PROPERTY OWNERS ASSOCIATION, INC. are made by the FAIRMONT PROPERTY OWNERS ASSOCIATION, INC. ("Association").

W I T N E S S E T H :

WHEREAS, the Articles of Incorporation of the Association were originally filed with the Florida Secretary of State on December 21, 1992 (Document Number N000000888).

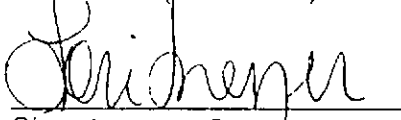
NOW, THEREFORE, the President and Secretary of the Association hereby certify that:

1. The Amended and Restated Articles of Incorporation attached hereto as Exhibit "A" have been properly and duly approved and adopted by the Association Members on March 23, 2020. The number of votes cast in favor of the Amended and Restated Articles of Incorporation is sufficient for approval. Further, the attached Amended and Restated Articles of Incorporation have been properly and duly approved by the Association's Board of Directors.

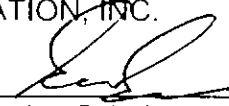
2. The Association has properly approved and adopted the Amended and Restated Articles of Incorporation attached hereto as Exhibit "A" pursuant to the provisions of the Articles of Incorporation.

13<sup>th</sup> IN WITNESS WHEREOF, the undersigned have set their hand and seal this April day of 2020.

Witnesses (as to both):

  
Signature  
Lori Frezer  
Print Name

FAIRMONT PROPERTY OWNERS  
ASSOCIATION, INC.

By:   
Stanley Scheiner  
Association President

David Freigenberg  
Signature  
David Freigenberg  
Print Name

Attest: David Freigenberg  
David Freigenberg  
Association Secretary

STATE OF FLORIDA )  
COUNTY OF PALM BEACH )

The foregoing instrument was acknowledged before me this 13<sup>th</sup> day of April, 2020, by Stanley Scheiner as President and David Freigenberg as Secretary of the FAIRMONT PROPERTY OWNERS ASSOCIATION, INC., a Florida not-for-profit corporation, on behalf of the Corporation. They are personally known to me or have produced \_\_\_\_\_ as identification.



GARY J. GRANT  
Commission # GG 166281  
Expires April 7, 2022  
Bonded Thru Budget Notary Services

[Signature]  
NOTARY PUBLIC, State of Florida